

Sheila Key
1151 Highway 51 N. Lot 305
Neshit Mo. 38651
Ph. (601) 864-3602

P BK 92 PG 523

GENERAL POWER OF ATTORNEY

TO ALL PERSONS, let it be known that I, Elsie L. DeLoach, of 3480 Pembroke Drive, Horn Lake, Mississippi, the undersigned principal, do hereby grant a general power of attorney to Angela Kay Musgrove, of 6381 North Fawn Circle, Memphis, Tennessee, as my Attorney-in-Fact.

My Attorney-in-Fact shall have full powers and authority to undertake all acts on my behalf that I could do personally including, but not limited to, the right to sell, deed buy, trade lease, mortgage, assign, rent or dispose of any of my real or personal property; the right to execute, accept undertake, and perform all contracts in my name; the right to deposit, endorse, or withdraw funds to or from any of my bank accounts, depositories or safe deposit boxes; the right to borrow lend, invest or reinvest funds on any terms; the right to initiate, defend commence or settle legal actions on my behalf, the right to vote (in person or by proxy) any shares or beneficial interest in any entity; the right to file tax returns and sign my name thereon on my behalf; and the right to retain any accountant, attorney, physician or other advisor deemed necessary to protect my interests generally or relative to any of the foregoing powers. My Attorney-in-Fact shall have the rights to make all decisions concerning my health or health care and any life or death decisions.

My Attorney-in-Fact hereby accepts this appointment subject to its terms and agrees to act and perform in said fiduciary capacity consistent with my best interests as my Attorney-in-Fact deems advisable, and I affirm and ratify all acts undertaken. This Power of Attorney may be revoked by me at any time, and shall automatically be revoked upon my death, provided any person relying on this Power of Attorney before or after my death shall have full rights to accept the authority of my Attorney-in-Fact until in receipt of actual notice of revocation.

This power of attorney is executed on January 10, 2002, in the County of Desoto, State of Mississippi.

Elsie DeLoach
Elsie L. DeLoach

State of Mississippi

County of Desoto

STATE MS - DESOTO CO. ps

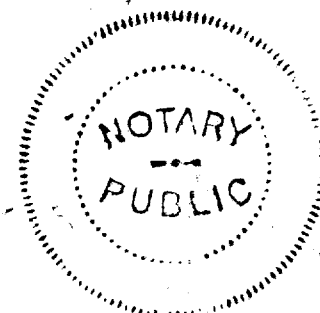
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W.E. DAVIS CH. CLK.

On January 10, 2002, before me, a notary public, personally appeared Elsie L. DeLoach, personally known to me (or proved to me on the basis of satisfactory evidence) to be person whose name is subscribed to the within instrument and acknowledged to me that she authorized capacity and that by her signature an the instrument the person, or entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Sheila Key
Signature of Notary



My Commission Expires: March 16, 2003
Bonded Thru Dixie Notary Service, Inc.